



CORPORATION SERVICE COMPANY

RECORDATION NO. 24863-B FILED

APR 26 '07

4-48 PM

SURFACE TRANSPORTATION BOARD

April 25, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 868455/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 05/04/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

American Sugar Refining Inc.
1 North Clematis Street, Suite 310
West Palm Beach, FL 33401

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Thank you for your assistance in this matter.

Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 16 day of July, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and DOMINO FOODS, INC., Lessee for AMERICAN SUGAR REFINING INC., a New York corporation, with an address at 1 North Clematis Street, Suite 310, West Palm Beach, FL 33401 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of July 7, 2003 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on March 22, 2004 as Recordation Number 24863.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

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By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

DOMINO FOODS, INC., Lessee for AMERICAN SUGAR REFINING INC.

By: Anthony J. Rowles
Name: Anthony J. Rowles
Title: Director Logistics

SCHEDULE A

Number of Cars		Equipment Description			
71	4,180 c.f. air slide cars with round hatches and 263,000 lbs of GRL				
1	PCSX	9401	40	PCSX	9456
2	PCSX	9402	41	PCSX	9457
3	PCSX	9405	42	PCSX	9458
4	PCSX	9406	43	PCSX	9459
5	PCSX	9407	44	PCSX	9460
6	PCSX	9409	45	PCSX	9461
7	PCSX	9410	46	PCSX	9462
8	PCSX	9411	47	PCSX	9463
9	PCSX	9412	48	PCSX	9464
10	PCSX	9413	49	PCSX	9465
11	PCSX	9416	50	PCSX	9466
12	PCSX	9418	51	PCSX	9467
13	PCSX	9420	52	PCSX	9469
14	PCSX	9424	53	PCSX	9470
15	PCSX	9425	54	PCSX	9471
16	PCSX	9427	55	PCSX	9472
17	PCSX	9429	56	PCSX	9473
18	PCSX	9431	57	PCSX	9474
19	PCSX	9432	58	PCSX	9475
20	PCSX	9433	59	PCSX	9476
21	PCSX	9434	60	PCSX	9478
22	PCSX	9435	61	PCSX	9479
23	PCSX	9436	62	PCSX	9481
24	PCSX	9437	63	PCSX	9482
25	PCSX	9438	64	PCSX	9483
26	PCSX	9439	65	PCSX	9484
27	PCSX	9440	66	PCSX	9485
28	PCSX	9441	67	PCSX	9486
29	PCSX	9442	68	PCSX	9487
30	PCSX	9443	69	PCSX	9488
31	PCSX	9444	70	PCSX	9489
32	PCSX	9445	71	PCSX	9452
33	PCSX	9446			
34	PCSX	9447			
35	PCSX	9450			
36	PCSX	9451			
37	PCSX	9453			
38	PCSX	9454			
39	PCSX	9455			